

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI DIVISION

CASE NO: 1:22-cv-21204-SCOLA/GOODMAN

TERRA TOWERS CORP. and TBS
MANAGEMENT, S.A.,

Plaintiffs,

vs.

ADAM MICHAEL SCHACHTER,
GELBER SCHACHTER & GREENBERG,
P.A., CONTINENTAL TOWERS LATAM
HOLDINGS LIMITED, TELECOM
BUSINESS SOLUTION, LLC, LATAM
TOWERS, LLC, AMLQ HOLDINGS
(CAY) LTD., and DT HOLDINGS, INC,

Defendants.

**PLAINTIFFS' RESPONSE IN OPPOSITION TO DEFENDANT AMLQ HOLDINGS
(CAY) LTD.'S MOTION TO DISMISS**

Plaintiffs Terra Towers Corp. and TBS Management, S.A, (collectively "Plaintiffs" or "Terra"), through undersigned counsel, file the instant Response in Opposition to Defendant AMLQ Holdings (Cay) Ltd.'s ("AMLQ") Motion to Dismiss (the "Motion), *see* [ECF No. 13].¹ In support thereof, Plaintiffs state as follows:

¹ In the interest of efficiency and reducing burden upon the Court, and as set forth in Plaintiffs' Response in Opposition to Defendants Telecom Business Solution, LLC, and LATAM Towers, LLC's Motion to Dismiss, the instant response memorandum fully incorporates the arguments raised therein. *See* [ECF No. 48].

a. AMLQ's Motion to Dismiss for Want of Personal Jurisdiction.

For the reasons set forth in Plaintiffs' Response in Opposition to Defendants Telecom Business Solution, LLC, and LATAM Towers, LLC's Motion to Dismiss, *see* [ECF No. 48], which are fully incorporated herein, the Court should deny AMLQ's Motion to Dismiss for Lack of Personal Jurisdiction [ECF No. 13]. In brief, AMLQ's Motion to Dismiss for Lack of Personal Jurisdiction should be denied for at least the following reasons: (the Court should enter a ruling first on the Pending Motion to Remand [ECF No. 38]; (2) a Florida state court may exercise personal jurisdiction over the Peppertree and AMLQ Defendants; and (3) should the Court determine that AMLQ's Motion to Dismiss for lack of personal jurisdiction has any merit, the Court should first allow Plaintiffs a brief period to conduct limited jurisdictional discovery prior to issuing a ruling. *See* [ECF No. 48].

b. AMLQ's Motion to Dismiss for Failure to State a Claim.

For the reasons set forth in Plaintiffs' Response in Opposition to Defendants Adam Michael Schachter and Gelber Schachter & Greenberg, P.A.'s Motion to Dismiss, *see* [ECF No. 47], which are fully incorporated herein, the Court should also reject AMLQ's arguments under Federal Rule of Civil Procedure 12(b)(6) in support of dismissal [ECF No. 13]. To summarize, Plaintiffs' claims for rescission and injunctive relief survive dismissal for at least the following reasons: (1) the allegations set forth in support of the claim for rescission meet the requisite heightened pleading standard under Federal Rule of Civil Procedure 9(b); (2) dismissal based on Plaintiffs' purported failure to conduct due diligence is improper at the pleadings phase because this is an issue of fact; (3) Plaintiffs properly pled the requisite allegations in support of fraudulent misrepresentation as an alternative basis to support a claim for rescission; and (4) Plaintiffs have asserted the requisite allegations to sustain their claim for injunctive relief. *See* [ECF No. 47].

c. CONCLUSION

For the foregoing reasons and those set forth in Plaintiffs' Response in Opposition to Defendants Adam Michael Schachter and Gelber Schachter & Greenberg, P.A.'s Motion to Dismiss, *see* [ECF No. 47], and Plaintiffs' Response in Opposition to Defendants Telecom Business Solution, LLC, and LATAM Towers, LLC's Motion to Dismiss, *see* [ECF No. 48], which are both fully incorporated herein, Plaintiffs respectfully request that this Court deny AMLQ's Motion to Dismiss [ECF No. 13].

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Dated: June 6, 2022.

Respectfully submitted,
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